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RECORDATION NO. 19671-B FILED

MAR 21 '03

2:38 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 21, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of March 18, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 19671.

The name and address of the party to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

[Buyer: Southern Rail Associates, Inc.
1101 West 31st Street
Downers Grove, IL 60515]

A description of the railroad equipment covered by the enclosed document is:

10 railcars ONSX 101 – ONSX 110

Mr. Vernon A. Williams
March 21, 2003
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A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that ALLFIRST BANK, a Maryland banking corporation ("Seller"), in consideration of the sum of \$10.00 to the undersigned to be paid by SOUTHERN RAIL ASSOCIATES, INC. ("Purchaser") pursuant to the terms of the Purchase and Sale Agreement dated March 18, 2003 (the "Purchase and Sale Agreement") between Seller and Purchaser, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Purchaser all of Seller's right, title and interest in the railcars described on Schedule A attached hereto and made a part hereof, to have and to hold the same unto Purchaser, its successors and assigns forever.

The undersigned does for itself and its successors and assigns warrant and represent to Purchaser that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller except for the leasehold interest of Oglebay Norton Industrial Sands, Inc. ("Lessee") pursuant to the Lease Agreement dated as of October 16, 1995 between Seller and Lessee.

THE RAILCARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITHOUT RECOURSE, WITH ALL FAULTS, AND, EXCEPT AS EXPRESSLY PROVIDED IN THE PURCHASE AND SALE AGREEMENT, WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

RECORDATION NO. 19671-13 FILED
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SURFACE TRANSPORTATION BOARD

SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

Ten (10) covered hopper railcars bearing the following reporting marks: ONSX 101 through ONSX 110, inclusive.

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy
of said Bill of Sale.

WITNESS my hand and seal this 18th day of March, 2003.

Dorothy J. Hampton
Notary Public

